

COPPINGER PAUL M

Form 4

February 14, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COPPINGER PAUL M

2. Issuer Name **and** Ticker or Trading
Symbol
CIRCOR INTERNATIONAL INC
[CIR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Group Vice President

C/O CIRCOR INTERNATIONAL,
INC., 25 CORPORATE DRIVE,
SUITE 130

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BURLINGTON, MA 01803

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/12/2006		M ⁽¹⁾	1,868	A	\$ 10.05 (1)	4,255 D
Common Stock	02/12/2006		F ⁽¹⁾	645	D	\$ 27.13 (2)	3,610 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 10.05 <u>(1)</u>	02/12/2006		M <u>(1)</u>	1,868	02/12/2006 <u>(1)</u>	<u>(1)</u>	Common Stock	1,868

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COPPINGER PAUL M C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 BURLINGTON, MA 01803	Group Vice President

Signatures

Alan J. Glass,
Attorney-in-Fact 02/14/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Shares acquired pursuant to conversion of Restricted Stock Units (RSUs) on a one-for-one basis. RSUs issued pursuant to issuer's Management Stock Purchase Plan under which executive may make an advance election to receive RSUs in lieu of specified percentage or dollar amount of annual incentive cash bonus under bonus plan applicable to executive. RSUs are issued in whole units on the basis of
- (1) a 33% discount from the fair market value of the issuer's common stock on the date the underlying bonus is determined (\$10.05 in this case) and generally vest 3 years from the date of the grant, at which time they convert into shares of common stock unless the executive has previously selected a longer deferral period. Transactions reported reflect conversion of RSUs into shares and withholding of sufficient shares to pay taxes. Acquisition price reflected based on a 33% discount to fair market value of the issuer's stock to grant date.
- (2) Fair market value of shares, based on closing price of issuer's stock on February 10, 2006 (last business day before shares vested) is \$27.13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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